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Introduction

Duff & Phelps is pleased to present this report as part of an ongoing series of reports and white papers on the healthcare industry. This report focuses on commentary, trends and observations related to the managed care sector, with an emphasis on financial performance, merger and acquisition activity and industry highlights primarily among the publicly traded managed care companies.

Duff & Phelps' Healthcare Corporate Finance Group provides merger and acquisition, capital raising (debt/equity), fairness opinions, restructuring and other advisory services. Primary sector coverage is comprised of: i) Payors and Providers; ii) Healthcare IT/Services; iii) Healthcare Technology; and (iv) Real Estate. We advise privately owned, private equity-backed and publicly traded businesses, not-for-profit organizations and state agencies.

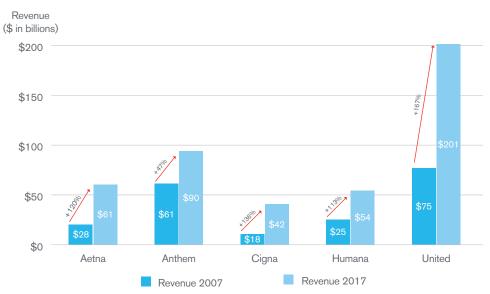
HIGHLIGHTS AND OBSERVATIONS IN THE MANAGED CARE INDUSTRY

We believe that the following highlights and observations either had a significant impact on the managed care market or underscored significant trends or developments within the industry.

SIZE MATTERS, EVOLVES OVER TIME AND CAN PRESENT ANTITRUST CHALLENGES

Based on a variety of factors, including revenue, market cap and share price performance over the past ten years, UnitedHealth Group Inc. (United) has not only maintained, but has also expanded its dominance over the other national publicly traded managed care companies.¹ Over the 10-year period ended Dec. 31, 2017, United's revenue grew 167%, compared to 47%–136% for the other competitors. During this period, Cigna Corporation (Cigna) and Humana Inc. (Humana) saw their pretax profits increase at higher percentages, but this is partially distorted by the fact that their pretax margins in 2007 were materially lower than United's pretax margin. United's shareholders have been generously rewarded for the company's growth. During the 10-year period ended Dec. 31, 2017, United's share price increased 279%, compared to 157%–278%, or an average of 219%, for its competitors.

Revenue: National Publicly Traded Managed Care Companies, YE Dec. 31, 2007/2017



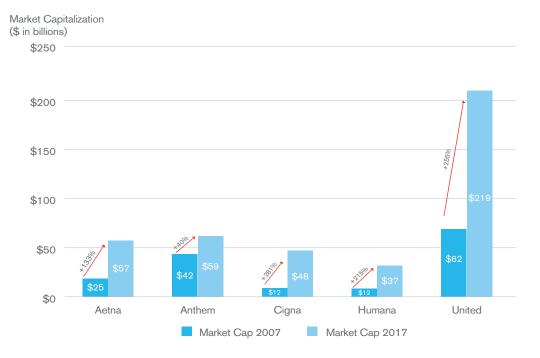
Source: Company 10-K Annual Reports, YE Dec. 31, 2007/2017

Note: listed dollar amounts and percentages are rounded

¹Includes Aetna Inc., Anthem Inc., Cigna Corporation, Humana Inc. and UnitedHealth Group Inc.

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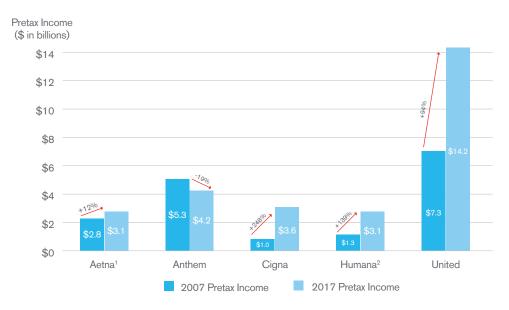
Market Cap: National Publicly Traded Managed Care Companies, YE Dec. 31, 2007/2017



Source: Capital IQ, YE Dec. 31, 2007/2017

Note: listed dollar amounts and percentages are rounded

Pretax Income: National Publicly Traded Managed Care Companies, YE Dec. 31, 2007/2017



Source: Company 10-K Annual Reports, YE Dec. 31, 2007/2017

Note: listed dollar amounts and percentages are rounded

- (1) Excludes loss on extinguishment of debt and gain on reduction of reserve
- (2) Excludes extraordinary items related to merger termination fee and related costs

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Pretax Margin: National Publicly Traded Managed Care Companies, YE Dec. 31, 2007/2017

Pretax Margin (%)



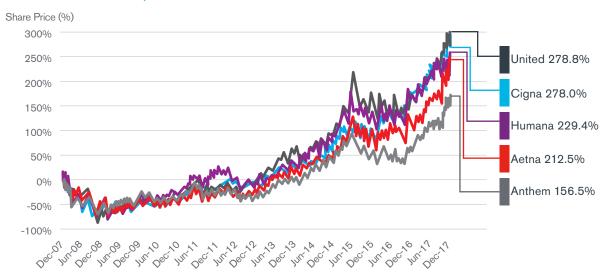
Source: Company 10-K Annual Reports, YE Dec. 31, 2007/2017

Note: listed percentages are rounded

- (1) Excludes loss on extinguishment of debt and gain on reduction of reserve
- (2) Excludes extraordinary items related to merger termination fee and related costs

Counter to what you might think, Anthem — while still the second-largest publicly traded managed care company — has lost some of its relative dominance over the past decade as all the other national publicly traded competitors have grown at faster rates. This is reflected in Anthem's share price performance during this 10-year period, which at 157% is the lowest of the five competitors. Anthem is the only competitor to have its pretax income decline during this period. Another interesting Anthem observation is that its market capitalization (shares outstanding multiplied by share price) only grew 40% during the period, compared to 133%–255% for the other national competitors. The relatively small increase in Anthem's market capitalization is due to a massive share buy-back program, which reduced the number of shares from 571 million in 2007 to 256 million in 2017, per data from company filings.

Share Price Performance, December 2007 - December 2017



Source: Capital IQ (December 2007 - December 2017)



The size and continued growth of national managed care companies have provided increasing competitive advantages (buying power, product diversification, vertical integration with providers, IT and data analytics capabilities, access to capital and other economies of scale) relative to other managed care companies and providers. As a result, antitrust concerns (e.g., the termination of the Aetna Inc. (Aetna)/Humana and Cigna/Anthem Inc. (Anthem) transactions) and a diminishing universe of health insurance acquisition targets have limited growth opportunities through acquisitions.

THE TRANSFORMATION OF CENTENE CORPORATION

Many people still think of Centene Corporation (Centene) as a regional Medicaid manage care company. However, Centene has gone through a complete transformation (that may be better described as a metamorphosis), and a lot of credit for this goes to Michael Neidorff, the company's long-standing chairman and CEO, who joined Centene in 1996 as president and CEO. He has transformed Centene from a Medicaid managed care company in three states to a multi-line managed care company (Medicaid and related programs, Medicare, commercial, TRICARE, correctional and specialty services) in over 26 states and two foreign countries. Mr. Neidorff accomplished this through a combination of acquisitions and organic growth.

YE Dec. 31

Full-Risk Medical	2001	2005	2010	2017
States Served	3	7	9	26
Members (in thoursands)	235	872	1,534	11,522
Member Type:				
Medicaid and Related	✓	✓	✓	✓
Commercial	-	-	-	✓
Medicare	-	-	✓	✓
Correctional	-	-	-	✓
TRICARE	-	-	-	✓
Foreign Countries Served	-	-	-	2

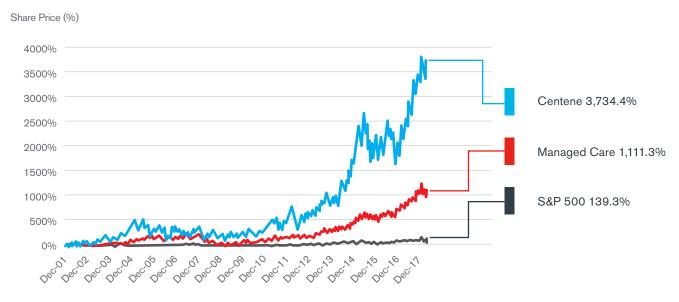
Source: Centene 10-K Annual Reports, 2001, 2005, 2010, 2017





The stock market has rewarded Mr. Neidorff and his shareholders generously. Since the company's initial public offering (IPO) in 2001, Centene's stock has significantly outperformed all the other managed care companies that were publicly traded, both then and now. Centene's share priced increased 3,734.4%, compared to 1,111.3% for a composite index comprising Aetna, Anthem, Cigna, Humana and United. Among the companies in the index, Humana was the best performer, with a share price increase of 2,247.8%.

Centene: Share Price Performance, December 2001 - April 2018



Source: Capital IQ, December 2001 - April 2018

Note: Managed Care Index includes Aetna, Anthem, Cigna, Humana, and United





HOW IMPORTANT IS INVESTMENT INCOME FOR MANAGED CARE COMPANIES?

For many managed care companies, investment income is an important component of profitability. As a result, the managed care sector should likely benefit from rising interest rates. Similar to any insurance company, a managed care company's balance sheet includes a significant amount of cash and cash equivalents, various types of debt investments, as well as, in some instances, equity or other non-debt investments.

For the year ended Dec. 31, 2017, for the nine publicly traded managed care companies, cash and cash equivalents and various types of debt investments accounted for 92.2% of total investments. While some amount of cash and cash equivalents may not earn any interest, the majority is in highly liquid investments, such as U.S. Treasuries with maturities of three months or less, commercial paper, money market funds and so on. For the year ended Dec. 31, 2017, investment income as a percentage of revenue for the publicly traded managed care companies ranged from 0.4%–3.5% of revenue, with an average of 1.1%. Despite being a relatively small percentage of revenue, investment income has a much bigger impact on pretax income. For the same period, investment income as a percentage of pretax income ranged from 7.2%–79.0%, with an average of 31.2%.

Over the last three years, yields for short- and long-term debt instruments were relatively low. Interest rates have been rising and are expected to increase further over the next few years. While the cost of borrowing will likely increase and offset some of the gain, managed care companies may experience an increase in investment income net of borrowing expense, which will help increase pretax income.

Investment Income as % of Revenue/Pretax Income: Publicly Traded Managed Care Companies, 2015-2017

% of Revenue

		% of Revenue	9		%	of Pretax Income	Э
	2015	2016	2017		2015	2016	2017
Aetna	6.0%	5.6%	1.2%	Aetna (1)	20.1%	23.5%	14.1%
Anthem	0.9%	0.8%	1.1%	Anthem	16.3%	14.7%	23.0%
Centene	0.2%	0.3%	0.4%	Centene	5.0%	9.9%	16.8%
Cigna	3.2%	3.3%	3.5%	Cigna	36.4%	44.2%	40.6%
Humana	0.9%	0.7%	0.8%	Humana (2)	21.7%	23.5%	13.1%
Molina	0.2%	0.2%	0.4%	Molina (3)	16.1%	73.1%	76.1%
Triple-S	2.2%	2.2%	2.1%	Triple-S	NM	NM	79.0%
United	0.5%	0.4%	0.5%	United	6.9%	7.0%	7.2%
WellCare	0.1%	0.1%	0.3%	WellCare (4)	4.5%	3.1%	10.8%

Source: Company 10-K Annual Reports, 2015-2017

- (1) Excludes loss on extinguishment of debt and gain on reduction of reserve
- (2) Excludes extraordinary items related to merger termination fee and related-costs, and sale of business
- (3) Excludes impairment and restructuring costs
- (4) Excludes one-time gains related to sale of business and extinguishment of debt



HOW DO MANAGED CARE COMPANIES INVEST THEIR MONEY?

Because liquidity and risk are major considerations, managed care companies typically keep the vast majority of their investible funds in cash and cash equivalents and debt instruments. As of Dec. 31, 2017, the nine publicly traded managed care companies had 92.2% of their cash in cash and cash equivalents and debt securities. Of total investments, cash and cash equivalents accounted for 23.4% and corporate debt accounted for 33.9%, and were by far the largest asset class for managed care companies' investments. Interestingly, Triple-S Management Corporation (Triple-S), the Puerto Rico Blue Cross Blue Shield company, had 56.5% of its investments in municipal debt, more than two times the amount of the next highest managed care company. Approximately \$801 million of its municipal investments, or a hefty 43.6% of its total investments, consisted of various types of Puerto Rican municipal debt instruments, which have experienced significant volatility in value as Puerto Rico has faced a variety of economic challenges. Similar to any investor, a managed care company should be careful about putting "too many eggs in one basket."

Molina Healthcare Inc. (Molina), WellCare Health Plans Inc. (WellCare) and Humana are the only publicly traded managed care companies that do not have any material investments in equities. Cigna is the only publicly traded managed care company that is holding real estate as a direct investment.

Investments: Publicly Traded Managed Care Companies, 2017

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(\$ in millions)	Aetna	Anthem	Centene	Cigna	Humana	Molina	Triple-S	United	WellCare	Total
Total	\$24,149	\$25,178	\$10,050	\$31,591	\$16,344	\$6,502	\$1,835	\$43,831	\$5,733	\$165,214
Break-Out as a %										
Cash and Cash Equivalents	16.9%	14.3%	40.7%	9.4%	24.7%	48.7%	10.8%	27.3%	78.6%	23.4%
Government-Related Debt (1)(3)	5.6%	2.9%	3.1%	2.5%	3.2%	12.7%(3)	7.0%	6.6%	7.7%	4.8%
Municipal	14.0%	24.0%	20.8%	4.1%	23.8%	2.2%	56.5%(6)	17.5%	3.9%	15.6%
Foreign Government	11.1%	-	-	7.9%	-	-	-	-	-	3.1%
Mortgage/Asset-Backed	9.3%	10.4%	10.3%	1.6%	15.3%	1.8%	2.9%	11.2%	1.7%	8.5%
Corporate Debt	30.0%	29.7%	22.0%	57.3%	32.9%	26.0%	1.7%	30.7%	7.0%	33.9%
Commercial Mortgage Loans	6.2%	-	-	5.6%	-	-	-	-	-	2.0%
Policy Loans	-	-	-	4.5%	-	-	0.5%	-	-	0.9%
Other	0.1%	4.2%	1.3%	0.8%(5)	-	8.6%(2)	-	2.0%	1.1%	1.8%
Equity	6.7%	14.4%	1.8%	4.6%	-	-	20.6%	4.5%	-	5.6%
Real Estate	-	-	-	1.9%(4)	-	-	-	-	-	0.4%

Source: Company 10-K Annual Reports, 2017

- (1) Federal, excluding maturities of three months or less
- (2) Includes CDs and derivatives
- (3) Includes CDs
- (4) Includes securities partnerships that may include loans
- (5) Includes investments classified as short-term
- (6) Includes approximately \$801 million of Puerto Rico-related debt



THE IMPORTANCE OF NON-PREMIUM REVENUE IN DRIVING GROWTH

With the exceptions of Triple-S, WellCare, Molina and Humana, non-premium revenue represents a meaningful percentage of total revenue for the publicly traded managed care companies, ranging from 4.7%–20.7% for the year ended Dec. 31, 2017. Non-premium revenue provides a number of benefits, including: (i) diversifying revenue sources by offering new products and services to meet the needs of clients and members; (ii) providing an engine for growth; (iii) it is not subject to the vagaries of insurance risk and therefore is often more predictable; (iv) enabling the managed care company to offer services to competing managed care companies; and (v) it is generally not burdened by regulatory capital requirements.

United realized the importance of non-premium revenue early and remains the leader regarding the total amount of non-premium revenue and growth over the past three years. As clients and members require additional services and as antitrust issues potentially limit full-risk growth (by acquisition or organically), it is likely that non-premium revenue mix becomes increasingly important as a growth engine.

Non-Premium Revenue as % of Total Revenue: Publicly Traded Managed Care Companies, 2015-2017

		YE Dec. 31	
Company	2015	2016	2017
Aetna	9.4%	9.3%	9.8%
Anthem	6.3%	6.2%	6.0%
Centene	8.2%	5.4%	4.7%
Cigna	18.5%	19.5%	18.9%
Cigna (excluding pharmacy)	12.6%	13.0%	12.6%
Humana	2.6%	1.8%	1.8%
Molina	2.8%	2.6%	2.6%
Triple-S	1.7%	0.7%	0.7%
United	18.6%	21.6%	20.7%
United (excluding pharmacy)	8.5%	8.4%	8.8%
WellCare	-	-	-

Source: Company 10-K Annual Reports, 2015-2017



FORMER UNIVERSAL AMERICAN CORP. CEO BACK ON HUNT FOR DEALS

The former CEO of Universal American Corp. (Universal), Richard Barasch is back on the hunt for healthcare deals. Barasch is the new CEO of DFB Healthcare Acquisitions Corp. (DFB), a special-purpose acquisition company (SPAC) focused on acquiring businesses in the healthcare sector. Barasch served as CEO of Universal from 1995 until April 2017, when WellCare acquired the company.

DFB, which was formed by Deerfield Management Company L.P. and the DFB management team, closed its \$250 million IPO in February 2018. The offering was priced at \$10.00 per unit and has remained relatively close to that price since the IPO.

The company's prospectus states that while the search for targets is not limited to a particular geography or industry, it will initially focus on, "identifying a prospective target business in the healthcare or healthcare-related industries in the U.S. and other developed countries." While DFB has yet to acquire a company, it is possible it may be a managed care deal given Barasch's background. But time is ticking – a SPAC has to complete a transaction within a defined period of time or return the IPO proceeds to investors. In this regard, DFB has 24 months to complete a transaction.

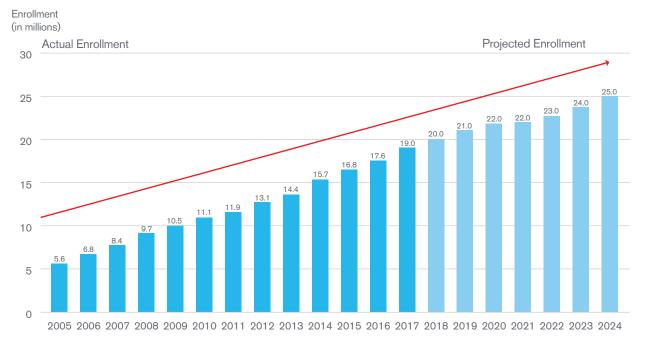
MEDICARE ADVANTAGE MEMBERSHIP GROWTH WILL LIKELY LEAD THE PACK

Medicare Advantage membership growth is supported by two key drivers: (i) the aging population; and (ii) room for increased Medicare Advantage penetration rates among Medicare-eligible patients. For 2017, Medicare Advantage penetration was only 33% for the entire U.S., compared to 31% in 2016. Pennsylvania had the highest penetration rate at 44% and Alaska had the lowest penetration rate at 1%. Medicare Advantage membership growth is projected to outpace Medicaid managed care, employer-sponsored plan and direct purchase (includes exchanges) membership growth. While employer-sponsored plan membership growth has been relatively flat for a number of years and is projected to remain flat, direct purchase and Medicaid managed care membership experienced significant growth in 2014 and 2015 due to the Affordable Care Act (ACA). Since then, however, both the direct purchase and Medicaid membership growth rates have been negatively impacted by challenges related to the exchanges and as the initial boost from ACA expansion has tapered off. It should be noted that because the ACA was not repealed, it is possible that Medicaid growth will get a boost from states that are considering expanding their Medicaid payments under the ACA, such as Virginia, Utah, Maine and Nebraska. However, because Medicaid expansion is such a political issue, it is unclear if that will actually happen.



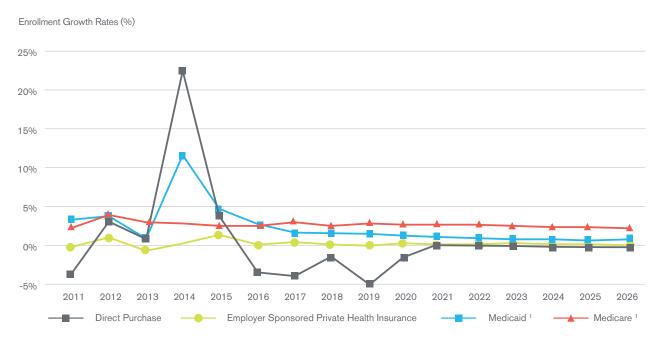
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Medicare Advantage Enrollment, 2005-2024



Source: The Henry J. Kaiser Family Foundation, Centers for Medicare and Medicaid Services

Health Insurance Enrollment Growth Rates, 2011-2026



Source: Centers for Medicare and Medicaid Services, 2016

(1) Includes non-managed care enrollment

Note: Direct Purchase includes those with Medicare supplemental coverage and individually-purchased plans



PAYOR-PROVIDER COLLABORATION CONTINUES - ACCOUNTABLE CARE ORGANIZATIONS UPDATE²

Since the launch of the ACA and associated health reform initiatives, both the Centers for Medicare and Medicaid Services (CMS) and commercial organizations have established a variety of accountable care organizations (ACOs). ACOs play an important role in bringing together groups of providers to coordinate and deliver high-quality care to their patient populations. ACOs accept joint responsibility for the quality and cost of care that their patients receive. In all types of ACO models, whether CMS or commercial, providers are eligible for financial incentives and bonuses based on savings and outcomes.

Most visible and often discussed are the various Medicare ACO models that CMS offers. A comparative discussion on the different type of CMS ACOs is provided below:

Medicare Shared Savings Program (MSSP) ACO Model. The MSSP was established in 2012 after the launch of the ACA. The MSSP encourages coordination among providers to improve the quality of care for Medicare Fee-For-Service (FFS) beneficiaries (Part A and Part B) and reduce unnecessary costs. Eligible providers, hospitals and suppliers may participate. The MSSP has multiple tracks for ACOs depending on the level of financial risk they are willing to assume. These are: Track 1; Track 1+; Track 2; and Track 3. Track 1 ACOs assume no risk.

Advance Payment ACO Model. The Advance Payment ACO Model was a subset of the MSSP through which providers received upfront and monthly payments, which they could use to build and develop their care coordination infrastructure. This program ended in 2015.

ACO Investment Model. The ACO Investment Model established in 2015, is a subset of the MSSP; it provides options for upfront and monthly pre-payments to assess whether early investments increase MSSP participation among smaller and/or rural providers. These ACOs are eligible for shared savings and encouraged to transition to models that take on financial risk.

Pioneer ACO Model. The Pioneer ACO Model, established in 2012, was designed for healthcare organizations and providers already experienced in coordinating care for patients across care settings and included both financial risk and reward. It enabled these provider groups to move more rapidly from a shared savings payment model to a population-based payment model. The Pioneer ACO Model program ended in 2016 and served as the framework for the Next Generation ACO model.

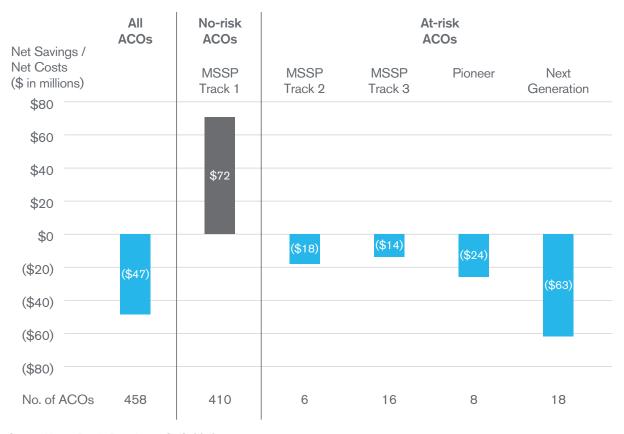
Next Generation ACO Model. The Next Generation ACO Model, established in 2016, is designed to be the "next generation" of the Pioneer ACO Model, similarly requiring both upside and downside financial risk. The Next Generation ACO Model offers multiple payment structures with increasing levels of financial risk and reward as incentives for lowering overall spending and reaching quality goals. In addition, the Next Generation ACO Model includes options to waive certain Medicare coverage requirements.

Across the various ACO models, net savings to Medicare relative to CMS target ("benchmark") levels totaled \$47 million in 2016, after accounting for shared savings and losses. Models that required ACOs to be at financial risk for their total spending achieved net Medicare savings, while, in contrast, models with no risk generated net Medicare costs.

²Source: Kaiser Family Foundation, Centers for Medicaid and Medicare

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Net Medicare Savings: At-Risk ACOs vs. No-Risk ACOs (2016 Performance Year)



Source: Kaiser Family Foundation, CMS, 2016

Note: Analysis excludes Comprehensive End-Stage Renal Disease Care Model. Alternative Payment ACO Model and ACO Investment Model are included in their respective tracks.

According to CMS, as of 2018, there are 561 MSSP ACOs and 51 Next Generation ACOs. Approximately 12 million beneficiaries are attributed to a Medicare ACO (this includes 10.5 million in MSSP ACOs and 1.4 million in Next Generation ACOs). In general, Medicare beneficiaries are attributed to ACOs based on their primary care provider's affiliation with a Medicare ACO. Within the MSSP, the majority of beneficiaries are attributed to Track 1 ACOs. To date, the evidence on Medicare payment and delivery system reforms has been mixed. While some models are meeting and improving upon quality goals, overall net savings to Medicare have been relatively modest, with large variations in results between the different models.



THE CONSUMERIZATION OF TRADITIONAL HEALTHCARE

In the last few months, Uber Technologies Inc. (Uber) and Amazon.com Inc. (Amazon), have announced plans and strategies to infiltrate the healthcare spectrum. Uber has launched Uber Health, a dashboard app allowing healthcare organizations to order rides for patients, while Amazon announced plans to join forces with Berkshire Hathaway Inc. and JP Morgan Chase & Co. to reshape healthcare for their 1.3 million employees.

Moreover, Amazon's plans could be a true disrupter while Uber could simply be filling a gap. And it has further attracted non-traditional players to the space — most notably Walmart Inc.'s (Walmart) rumored acquisition of Humana. Industry analysts suspect that if the rumor is true, Walmart's 2.3 million employees, insight into the shopping cart of Americans and foothold in pharmacy and care delivery could prove to be a bigger disrupter than Amazon.

Irrespective of these companies' ability to execute on their announced plans, the looming threat to traditional health insurers and providers will likely continue to drive consolidation.

EXECUTIVE COMPENSATION

Consistent with strong share price performance in 2017, most senior executives at the publicly traded managed care companies were not only paid well, but also received higher compensation than they received in 2016. Compensation was heavily weighted toward incentive compensation (cash bonuses and equity). Because there were several management changes in 2016 and 2017, the table below may be skewed by someone who was in place for a partial year. For example, during 2017, Anthem, Molina and United all had CEO changes and Centene had a new president.

Centene CEO, Michael Neidorff had the highest total compensation, clearing over \$25 million, \$5 million more than the next best-compensated CEOs, Bruce Broussard of Humana and Joseph Zubretsky of Molina, both nearing the \$20-million mark. However, it should be noted that Centene also had the highest year-over-year share price performance at approximately 79%, compared to 20%–57% for the other publicly traded managed care companies. Among CFOs, United's John Rex led the pack at approximately \$7.9 million, nearly \$2 million above the next best-compensated CFO, Aetna's Shawn Guertin, at approximately \$6 million.

2017 Compensation Summary

	12/31/2017 Market Cap	% YoY Stock Price
Aetna	\$58,838	45%
Anthem	\$57,774	57%
Centene	\$17,409	79%
Cigna	\$50,072	52%
Humana	\$34,625	22%
Molina	\$4,378	41%
Triple-S	\$586	20%
United	\$213,641	38%
WellCare	\$8,954	47%

		CEO				
Ca	ısh					
Salary	Incentive	Equity	Other	Total	% YoY	
\$1,200,000	\$2,079,600	\$14,933,403	\$537,813	\$18,750,816	0.5%	
161,538	0	2,000,215	4,500	2,166,253	N/A	(1)
1,500,000	7,120,800	16,137,600	501,068	25,259,468	15.0%	
1,284,615	4,000,000	12,033,718	277,459	17,595,792	15.2%	
1,272,367	2,671,970	15,476,062	348,124	19,768,525	0.2%	
175,000	4,000,000	15,536,250	27,858	19,739,108	N/A	(4)
750,000	510,610	1,874,986	37,996	3,173,592	10.4%	
1,162,308	4,909,800	11,100,894	216,974	17,389,976	41.2%	(6)
1,169,231	3,141,000	6,999,979	17,525	11,327,735	22.3%	
	\$alary \$1,200,000 161,538 1,500,000 1,284,615 1,272,367 175,000 750,000 1,162,308	\$1,200,000 \$2,079,600 161,538 0 1,500,000 7,120,800 1,284,615 4,000,000 1,272,367 2,671,970 175,000 4,000,000 750,000 510,610 1,162,308 4,909,800	Salary Incentive Equity \$1,200,000 \$2,079,600 \$14,933,403 \$161,538 0 2,000,215 \$1,500,000 7,120,800 \$16,137,600 \$1,284,615 4,000,000 \$12,033,718 \$1,272,367 2,671,970 \$15,476,062 \$175,000 4,000,000 \$15,536,250 \$750,000 \$510,610 \$1,874,986 \$1,162,308 4,909,800 \$11,100,894	Cash Salary Incentive Equity Other \$1,200,000 \$2,079,600 \$14,933,403 \$537,813 161,538 0 2,000,215 4,500 1,500,000 7,120,800 16,137,600 501,068 1,284,615 4,000,000 12,033,718 277,459 1,272,367 2,671,970 15,476,062 348,124 175,000 4,000,000 15,536,250 27,858 750,000 510,610 1,874,986 37,996 1,162,308 4,909,800 11,100,894 216,974	Cash Salary Incentive Equity Other Total \$1,200,000 \$2,079,600 \$14,933,403 \$537,813 \$18,750,816 161,538 0 2,000,215 4,500 2,166,253 1,500,000 7,120,800 16,137,600 501,068 25,259,468 1,284,615 4,000,000 12,033,718 277,459 17,595,792 1,272,367 2,671,970 15,476,062 348,124 19,768,525 175,000 4,000,000 15,536,250 27,858 19,739,108 750,000 510,610 1,874,986 37,996 3,173,592 1,162,308 4,909,800 11,100,894 216,974 17,389,976	Cash Salary Incentive Equity Other Total % YoY \$1,200,000 \$2,079,600 \$14,933,403 \$537,813 \$18,750,816 0.5% 161,538 0 2,000,215 4,500 2,166,253 N/A 1,500,000 7,120,800 16,137,600 501,068 25,259,468 15.0% 1,284,615 4,000,000 12,033,718 277,459 17,595,792 15.2% 1,272,367 2,671,970 15,476,062 348,124 19,768,525 0.2% 175,000 4,000,000 15,536,250 27,858 19,739,108 N/A 750,000 510,610 1,874,986 37,996 3,173,592 10.4% 1,162,308 4,909,800 11,100,894 216,974 17,389,976 41.2%

Source: Company 10-K Annual Reports, 2017

Note: Market Cap reflects \$ in millions

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2017 Compensation Summary Continued

DDECIDENT

	12/31/2017 Market Cap	% YoY Stock Price
Aetna	\$58,838	45%
Anthem	\$57,774	57%
Centene	\$17,409	79%
Cigna	\$50,072	52%
Humana	\$34,625	22%
Molina	\$4,378	41%
Triple-S	\$586	20%
United	\$213,641	38%
WellCare	\$8,954	47%

_				PRESIDENT		
•					ash	Ca
	% YoY	Total	Other	Equity	Incentive	Salary
-	4.6%	\$7,666,746	\$110,296	\$5,071,950	\$1,553,000	\$931,500
-	N/A	N/A	N/A	N/A	N/A	N/A
(5)	35.3%	6,332,724	90,524	3,589,200	1,978,000	675,000
	N/A	N/A	N/A	N/A	N/A	N/A
_	N/A	N/A	N/A	N/A	N/A	N/A
	N/A	N/A	N/A	N/A	N/A	N/A
_	N/A	N/A	N/A	N/A	N/A	N/A
	N/A	N/A	N/A	N/A	N/A	N/A
-	N/A	N/A	N/A	N/A	N/A	N/A
-						

CEO

	12/31/2017 Market Cap	% YoY Stock Price
Aetna	\$58,838	45%
Anthem	\$57,774	57%
Centene	\$17,409	79%
Cigna	\$50,072	52%
Humana	\$34,625	22%
Molina	\$4,378	41%
Triple-S	\$586	20%
United	\$213,641	38%
WellCare	\$8,954	47%

				CFO		
_					ash	Ca
	% YoY	Total	Other	Equity	Incentive	Salary
_	2.3%	\$6,022,155	\$28,210	\$3,919,330	\$1,260,000	\$814,615
(a)	81.2%	5,478,983	96,818	3,441,760	1,172,232	768,173
(a)	28.2%	5,546,562	74,802	2,991,000	1,755,760	725,000
(2)	N/A	3,059,918	46,574	1,443,575	975,000	594,769
_	18.3	5,658,475	120,261	3,861,143	978,291	698,779
(4)	36.0%	4,653,140	43,053	3,361,920	0	1,248,167
(a)	30.3%	1,801,273	197,900	749,977	349,550	503,846
(a)	10.4%	7,930,845	88,205	5,000,332	2,000,000	842,308
	-22.8%	3,093,016	12,508	1,280,162	1,166,500	633,846

	12/31/2017 Market Cap	% YoY Stock Price
Aetna	\$58,838	45%
Anthem	\$57,774	57%
Centene	\$17,409	79%
Cigna	\$50,072	52%
Humana	\$34,625	22%
Molina	\$4,378	41%
Triple-S	\$586	20%
United	\$213,641	38%
WellCare	\$8,954	47%

			ounsel/Legal	General C		
					ash	Ca
	% YoY	Total	Other	Equity	Incentive	Salary
_	N/A	N/A	N/A	N/A	N/A	N/A
_	N/A	N/A	N/A	N/A	N/A	N/A
	12.5%	3,430,862	62,192	707,870	2,040,800	620,000
	21.2%	3,470,939	29,372	1,785,757	1,054,000	601,810
	N/A	4,704,398	99,267	3,187,714	826,826	590,590
	-16.4%	2,226,825	60,722	1,616,103	0	550,000
	N/A	N/A	N/A	N/A	N/A	N/A
	12.0%	6,494,869	104,130	3,620,339	1,970,400	800,000
	N/A	N/A	N/A	N/A	N/A	N/A

Source: Company 10-K Annual Reports, 2017

Note: Market Cap reflects \$ in millions

- (1) Anthem President and CEO Gail Boudreaux's position effective November 2017
- (2) Cigna Executive Vice President and CFO Eric Palmer's position effective June 2017
- (3) Humana Chief Legal Officer Christopher Todoroff's compensation not reported for 2016
- (4) Molina President and CEO Joseph Zubretsky's position effective November 2017; Chief Financial Officer Joseph White served as interim president and CEO
- (5) Centene President and COO Cynthia Brinkley's position effective November 2017; was EVP of global corporate development
- (6) United CEO David Wichmann's position was effective as of September 2017 (previously president); His 2017 compensation is compared to his 2016 compensation as president
- (a) Employee position effective beginning in 2016; year-over-year metric may not be applicable



ANALYSIS: RETURN OF CAPITAL

Significant Dividend Jumps

Publicly traded companies typically return capital to shareholders through dividends and share repurchase programs. There has been a clear dichotomy between the five national publicly traded managed care companies and the four other publicly traded managed care companies with regard to return of capital. In general, publicly traded companies that do not pay dividends or repurchase shares, may not do so for a variety of reasons, including determining that a better use of capital is to reinvest in the business or a lack of capital to pay a dividend or repurchase shares.

The five national publicly traded managed care companies (United, Anthem, Humana, Cigna and Aetna), which are also the largest in terms of revenue and market capitalization, all pay dividends, ranging from \$0.04 (Cigna) per share to \$2.88 (United) per share. Over the past five years, United, Anthem, Humana and Aetna have increased their dividend almost every year, while Cigna has kept its dividend unchanged at a de minimis \$0.04. Excluding Cigna, as of Dec. 31, 2017, dividend yields ranged from 0.6%-1.3%. Aetna, Humana and United significantly raised their dividends per share in 2017, increasing them 100%, 38% and 21%, respectively. Centene, WellCare, Molina and Triple-S all maintained their approach of not paying dividends.

Share Repurchases

Similar to the payment of dividends, the five national publicly traded managed care companies all undertook significant share repurchase programs between 2013 and 2017. During this same period, Molina did not repurchase any shares as part of a publicly announced program. Centene, WellCare and Triple-S repurchased a de minimis number of shares.

Analysis: Return of Capital

(\$ in millions, except per share data)

		12/31/13	12/31/14	12/31/15	12/31/16	12/31/17	CAGR
	Market Capitalization	\$25,2017	\$31,242	\$37,701	\$43,515	\$58,838	23.6%
	Stock Price	\$68.59	\$88.83	\$108.12	\$124.01	\$180.39	27.3%
Anton	Dividend per Share	\$0.83	\$0.93	\$1.00	\$1.00	\$2.00	24.8%
Aetna	Dividend Yield	1.2%	1.0%	0.9%	0.8%	1.1%	-
	Stock Repurchases	\$1,408	\$1,218	\$296	\$0	\$3,845	-
	Repurchases as % of Market Cap	5.6%	3.9%	0.8%	0.0%	6.5%	-
	Market Capitalization	\$27,294	\$33,923	\$36,404	\$37,874	\$57,774	20.6%
	Stock Price	\$92.39	\$125.67	\$139.44	\$143.77	\$225.01	24.9%
Anthem	Dividend per Share	\$1.50	\$1.75	\$2.50	\$2.60	\$2.70	15.8%
Anthem	Dividend Yield	1.6%	1.4%	1.8%	1.8%	1.2%	-
	Stock Repurchases	\$1,620	\$2,999	\$1,516	\$0	\$1,998	-
	Repurchases as % of Market Cap	5.9%	8.8%	4.2%	0.0%	3.5%	-
	Market Capitalization	\$3,229	\$6,093	\$7,845	\$9,657	\$17,409	52.4%
	Stock Price	\$29.48	\$51.93	\$65.81	\$56.51	\$100.88	36.0%
	Dividend per Share	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	N/A
Centene	Dividend Yield	0.0%	0.0%	0.0%	0.0%	0.0%	-
	Stock Repurchases	\$20	\$29	\$53	\$63	\$65	-
	Repurchases as % of Market Cap	0.6%	0.5%	0.7%	0.7%	0.4%	-



Analysis: Return of Capital, Continued

		12/31/13	12/31/14	12/31/15	12/31/16	12/31/17	CAGR
	Market Capitalization	\$24,181	\$26,919	\$37,695	\$34,246	\$50,072	20.0%
	Stock Price	\$87.48	\$102.91	\$146.33	\$133.39	\$203.09	23.4%
Ciama	Dividend per Share	\$0.04	\$0.04	\$0.04	\$0.04	\$0.04	0.0%
Cigna	Dividend Yield	0.0%	0.0%	0.0%	0.0%	0.0%	-
	Stock Repurchases	\$1,003	\$1,612	\$671	\$139	\$2,725	-
	Repurchases as % of Market Cap	4.1%	6.0%	1.8%	0,4%	5.4%	-
	Market Capitalization	\$16,093	\$21,473	\$26,459	\$30,421	\$34,625	21.1%
	Stock Price	\$103.22	\$143.63	\$178.51	\$204.03	\$248.07	24.5%
	Dividend per Share	\$1.07	\$1.11	\$1.15	\$1.16	\$1.60	10.6%
Humana	Dividend Yield	1.0%	0.8%	0.6%	0.6%	0.6%	-
	Stock Repurchases	\$531	\$872	\$385	\$104	\$3,365	-
	Repurchases as % of Market Cap	3.3%	4.1%	1.5%	0.3%	9.7%	-
	Market Capitalization	\$1,590	\$2,591	\$3,372	\$3,083	\$4,378	28.8%
	Stock Price	\$34.75	\$53.53	\$60.13	\$54.26	\$76.68	21.9%
	Dividend per Share	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	N/A
Molina	Dividend Yield	0.0%	0.0%	0.0%	0.0%	0.0%	-
	Stock Repurchases	\$53	\$0	\$0	\$0	\$0	-
	Repurchases as % of Market Cap	3.3%	0.0%	0.0%	0.0%	0.0%	-
	·						
	Market Capitalization	\$535	\$649	\$603	\$497	\$586	2.3%
	Stock Price	\$19.44	\$23.91	\$23.91	\$20.70	\$24.85	6.3%
	Dividend per Share	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	N/A
Triple-S	Dividend Yield	0.0%	0.0%	0.0%	0.0%	0.0%	-
	Stock Repurchases	\$18	\$11	\$48	\$21	\$20	
	Repurchases as % of Market Cap	3.4%	1.7%	8.0%	4.3%	3.5%	
	Repurchases as 70 of Market Cup	0.470	1.770	0.070	4.5 70	0.0 70	
	Martin Control of the Control	ΦΕΕ 000	Фод оог	* 110.101		Фоло олл	00.00/
	Market Capitalization	\$75,809	\$97,025	\$112,124	\$152,329	\$213,641	29.6%
	0: 1.0:	A	4	A	A	4	
	Stock Price	\$75.30	\$101.09	\$117.64	\$160.04	\$220.46	30.8%
United	Dividend per Share	\$1.05	\$1.41	\$1.88	\$2.38	\$2.88	28.6%
United	Dividend per Share Dividend Yield	\$1.05 1.4%	\$1.41 1.4%	\$1.88 1.6%	\$2.38 1.5%	\$2.88 1.3%	
United	Dividend per Share Dividend Yield Stock Repurchases	\$1.05 1.4% \$3,170	\$1.41 1.4% \$4,008	\$1.88 1.6% \$1,200	\$2.38 1.5% \$1,280	\$2.88 1.3% \$1,500	28.6%
United	Dividend per Share Dividend Yield	\$1.05 1.4%	\$1.41 1.4%	\$1.88 1.6%	\$2.38 1.5%	\$2.88 1.3%	28.6%
United	Dividend per Share Dividend Yield Stock Repurchases	\$1.05 1.4% \$3,170	\$1.41 1.4% \$4,008	\$1.88 1.6% \$1,200	\$2.38 1.5% \$1,280 0.8%	\$2.88 1.3% \$1,500	28.6%
United	Dividend per Share Dividend Yield Stock Repurchases	\$1.05 1.4% \$3,170	\$1.41 1.4% \$4,008	\$1.88 1.6% \$1,200	\$2.38 1.5% \$1,280	\$2.88 1.3% \$1,500	28.6%
United	Dividend per Share Dividend Yield Stock Repurchases Repurchases as % of Market Cap	\$1.05 1.4% \$3,170 4.2%	\$1.41 1.4% \$4,008 4.1%	\$1.88 1.6% \$1,200 1.1%	\$2.38 1.5% \$1,280 0.8%	\$2.88 1.3% \$1,500 0.7%	28.6% - - -
	Dividend per Share Dividend Yield Stock Repurchases Repurchases as % of Market Cap Market Capitalization	\$1.05 1.4% \$3,170 4.2%	\$1.41 1.4% \$4,008 4.1%	\$1.88 1.6% \$1,200 1.1%	\$2.38 1.5% \$1,280 0.8%	\$2.88 1.3% \$1,500 0.7%	28.6% 30.6%
United	Dividend per Share Dividend Yield Stock Repurchases Repurchases as % of Market Cap Market Capitalization Stock Price	\$1.05 1.4% \$3,170 4.2% \$3,078 \$70.42	\$1.41 1.4% \$4,008 4.1% \$3,603 \$82.06	\$1.88 1.6% \$1,200 1.1% \$3,449 \$78.21	\$2.38 1.5% \$1,280 0.8% \$6,071 \$137.08	\$2.88 1.3% \$1,500 0.7% \$8,954 \$201.11	28.6% - - - 30.6% 30.0%
	Dividend per Share Dividend Yield Stock Repurchases Repurchases as % of Market Cap Market Capitalization Stock Price Dividend per Share	\$1.05 1.4% \$3,170 4.2% \$3,078 \$70.42 \$0.00	\$1.41 1.4% \$4,008 4.1% \$3,603 \$82.06 \$0.00	\$1.88 1.6% \$1,200 1.1% \$3,449 \$78.21 \$0.00	\$2.38 1.5% \$1,280 0.8% \$6,071 \$137.08 \$0.00	\$2.88 1.3% \$1,500 0.7% \$8,954 \$201.11 \$0.00	28.6% - - - 30.6% 30.0%



TAX RATE ANALYSIS

With the Tax Cuts and Jobs Act reducing the federal corporate income tax from 35% to 21% for 2018, similar to many companies, nearly every managed care corporation experienced a decrease in effective tax rate between Q1 2018 and Q4 2017. This reduction in tax rate provided an increase in net income. While effective tax rates can be impacted by a variety of factors, the profitable companies in Q1 2017 mainly experienced a single digit percentage decrease in Q1 2018.

Tax Rate Analysis

		Q1 2017			Q1 2018				
	Pretax Income	Income Tax	Effective	Pretax Income	Income Tax	Effective	Change		
Aetna	(\$628)	(\$249)	39.6%	\$1,465	\$246	16.8%	-22.9%		
Anthem	\$1,515	\$505	33.3%	\$1,780	\$468	26.3%	-7.1%		
Centene	\$219	\$87	39.7%	\$513	\$175	34.1%	-5.6%		
Cigna	\$890	\$297	33.4%	\$1,218	\$301	24.7%	-8.7%		
Humana	\$1,689	\$574	34.0%	\$707	\$216	30.6%	-3.4%		
Molina	\$131	\$54	41.2%	\$179	\$72	40.2%	-1.0%		
Triple-S	(\$11)	(\$7)	60.5%	\$4	\$0	9.0%	-51.5%		
United	\$3,130	\$939	30.0%	\$3,724	\$800	21.5%	-8.5%		
WellCare	\$103	\$36	34.8%	\$159	\$57	35.8%	1.0%		

Source: Capital IQ

M&A TRANSACTIONS³

Merger and acquisition activity involving managed care companies for the year ended Dec. 31, 2017 and the five months ended May 31, 2018 was robust, but somewhat atypical as many transactions involved managed care companies acquiring various types of provider organizations (physicians, post-acute, transportation). Ownership of, and integration with, provider organizations as a way to provide better care and control costs appears to be a trend that is accelerating. Acquisitions of health insurance businesses had three dominant story lines: (i) what was not allowed to happen due to antitrust concerns (e.g. Anthem/Cigna, Aetna/Humana); (ii) large transformational announced or rumored transactions involving unconventional buyers that may partially be a reaction to the antitrust issues (e.g. CVS/Aetna, Walmart/Humana); and (iii) transactions involving Medicare Advantage members and other government sponsored members.

WellCare/Meridian (May 2018)

WellCare announced its acquisition of family-owned Meridian Health Plan of Michigan Inc., Meridian Health Plan of Illinois Inc. and pharmacy benefit manager (PBM) MeridianRx (collectively, Meridian) for \$2.5 billion in cash. Meridian is projected to generate over \$4.3 billion in revenue in 2018. This transaction is expected to expand and diversify WellCare's Medicaid and Medicare Advantage business. Meridian has over 1 million Medicaid members and over 27,000 Medicare Advantage members. Overall, Meridian is one of the largest privately held, for-profit managed care organizations in the U.S. and serves approximately 1.1 million Medicaid, Medicare Advantage, dual-eligible and Health Insurance Marketplace members in Michigan, Illinois, Indiana and Ohio. MeridianRx's integrated pharmacy benefit platform will also add to WellCare's capabilities and provide the ability to potentially scale-up for additional WellCare members (WellCare currently has a PBM contract with CVS through 2020 and has not commented specifically on future plans regarding the CVS relationship). Additionally, the transaction would enhance WellCare's ability to participate on the ACA exchanges (WellCare does not currently participate in ACA exchanges and had exited two states where it did participate in 2016). Post-transaction, the combined company would have 5.4 million members and \$23 billion in revenue. The transaction is expected to close by the end of 2018.

³Sources: SEC filings, regulatory filings, S&P Global Market Intelligence, Mergermarket, company press releases and various news sources (e.g., The Deal, The Wall Street Journal, Forbes, Modern Healthcare and New York Times)



Anthem/Aspire Health (May 2018)

Anthem entered into an agreement to acquire Aspire Health, a Nashville-based provider of non-hospice community-based palliative care. The transaction will further enhance both companies' ability to deliver integrated clinical care models that improve quality and outcomes for patients and their families. The company provides services to over 20 health plans and consumers in 25 states. Aspire Health uses proprietary predictive algorithmic models supplemented by a comprehensive care team approach that helps to reduce hospitalization and decrease costs while improving outcomes and patient/family satisfaction. Aspire Health will join the other provider assets of Anthem, including primary care provider CareMore Health and care management company AIM Specialty Health. The transaction is expected to close in the third quarter of 2018.

Southwestern Health Resources/North Texas Specialty Physicians; Care N' Care Insurance Company (May 2018) Southwestern Health Resources (SWHR), an integrated regional, not-for-profit health network created by Arlington-based Texas Health Resources and Dallas-based UT Southwestern Medical Center, completed its acquisition of North Texas Specialty Physicians (NTSP), including the Care N' Care Insurance Company Inc. of Texas (CNC). CNC is a Medicare Advantage health plan serving over 11,000 Medicare beneficiaries in the Dallas area. NTSP is an independent physician association based in Fort Worth. Formed in 1995, NTSP maintains a network supporting more than 900 primary care and specialty physicians delivering care to more than 15,000 patients each day.

Humana/Family Physicians Group (April 2018)

Humana completed the acquisition of Orlando-based Family Physicians Group (FPG), one of the largest at-risk providers serving Medicare Advantage and managed Medicaid HMO patients in Greater Orlando. The FPG footprint includes nearly 60 physicians in 22 clinics located in Lake, Orange, Osceola and Seminole counties. FPG provides care for over 22,000 Medicare Advantage patients, including nearly 4,000 Humana members. In addition, FPG serves more than 21,000 patients in other lines of business, including Medicaid, Medicare Fee-For-Service and commercial. With the creation of its Conviva platform, Humana is actively consolidating and expanding its primary care model to create a national footprint of high-performing, senior-focused primary care physicians. Humana stated the acquisition helps with its strategy to move away from a Fee-For-Service model toward one that rewards quality of care. The acquisition of FPG advances the Humana strategy of helping physicians and clinicians evolve from treating health episodically to managing health holistically. FPG will continue to operate as a payor-agnostic physician group serving multiple health plans. FPG uses a comprehensive care management model and proactive medical management initiatives to improve patient outcomes and make healthcare more affordable. The deal is not expected to have a material impact on Humana's 2018 financial performance.

OptumCare/Reliant Medical Group (April 2018)

OptumCare, a subsidiary of United, completed its acquisition of Reliant Medical Group (Reliant), a physician group based in Massachusetts, for a purchase price of \$28 million. Reliant cited a number of reasons for undertaking the transaction, including the ability to expand its scope, modernize clinical facilities, access advanced data analytics and attract top medical talent. Reliant was suffering from decreasing profit margins and was actively seeking a buyer before eventually choosing OptumCare. Although OptumCare already had partnered with more than 30,000 physician partners, this deal represented its first transaction in the Massachusetts provider market. Furthermore, OptumCare established its technology and network at each of Reliant's 25 locations throughout the state.

Centene/MHM Services (April 2018)

Centene completed its acquisition of MHM Services Inc. (MHM), a national provider of healthcare and staffing services to correctional systems and other government agencies. Under the terms of the agreement, Centene acquired 100% of MHM stock, including its 49% ownership of Centurion, the correctional healthcare services joint venture between Centene and MHM. MHM provides behavioral health, medical and dental services to governmental agencies in a variety of patient care settings, including correctional facilities, state hospitals, courts, juvenile facilities and community clinics. The business currently serves over 330,000 individuals in over 300 facilities across the U.S. This transaction will provide Centene with significant scale in the correctional healthcare services market and further expand the Centene national footprint, adding



two new states to the Centene portfolio and expanding the existing seven-state correctional footprint of Centurion to 14 states. This expansion gives the combined company a larger platform to pursue additional opportunities. Further, the acquisition provides additional clinical capabilities as MHM has extensive experience providing physical and behavioral health services for government programs and enhances a platform for innovative care delivery models.

Centene/RGA International; Interpreta Holdings (March 2018)

As part of its continued focus on building out its capabilities and technology, Centene significantly increased its investment in Interpreta Holdings Inc. (Interpreta) f/k/a RGA International (RGA). Interpreta is a data analytics platform that continuously updates, interprets and synchronizes clinical and genomics data, creating a personalized road map and enabling the orchestration of timely care. These real-time insights provide physicians, care managers and payors with the patient-specific information needed for quality improvement, patient prioritization, population management and precision medicine. The transaction will increase the Centene share from 19% to 80% of Interpreta. The capabilities of Centene's data-analytics systems are a key competitive differentiator. Through its Health Care Enterprise group, Centene owns Casenet LLC, a leading provider of enterprise population health and care management solutions, and TruCare, a case management solution. These tools provide integrated care models that manage more complex populations in Centene states that require both acute care and long-term services and support. Interpreta will be integrated into TruCare. As per Centene's 8-K filing dated Mar. 13, 2018, the holders of shares and convertible notes of RGA would be entitled to receive merger consideration, including shares of Centene common stock. Centene estimated that the aggregate number of shares of Centene common stock to be issued to RGA's shareholders and holders of convertible notes would be approximately 1,729,771 (\$175 million at Mar. 13, 2018).

Centene/RxAdvance (March 2018)

Centene made an initial investment in RxAdvance Corporation (RxAdvance), a full-service PBM. Centene will use its best-in-class technology platform to improve health outcomes and reduce avoidable drug-impacted medical and administrative costs. This partnership includes a customer relationship and a strategic investment in RxAdvance. As part of the initial transaction, Centene has certain rights to expand its equity investment in the future. According to Centene, this recent transaction has established a transformative partnership with RxAdvance to create a next-generation pharmacy management solution. Centene has had a long-standing focus on providing comprehensive and integrated specialty services, including pharmacy management expertise provided through its Envolve division. Through this partnership, Centene and external customers will leverage the Envolve clinical competencies and RxAdvance Collaborative PBM Cloud platform to deliver integrated, real-time and data-driven pharmacy management services.

Cigna/Express Scripts (March 2018)

Cigna entered into a definitive agreement to acquire Express Scripts Holding Company (Express Scripts) for \$54.3 billion. Under the terms of the agreement, the transaction consideration will consist of \$48.75 in cash and 0.2434 shares of Cigna stock for each common share and performance share unit award of Express Scripts. Cigna will also assume approximately \$15 billion of Express Scripts' debt. The implied enterprise value for Express Scripts based on the transaction is \$68.6 billion; implied deal multiples are 0.7x revenue and 8.9x EBITDA on a next-12-month basis. Upon closing of the transaction, Express Scripts will be a direct wholly-owned subsidiary of Cigna. Cigna shareholders will own approximately 64% of the combined company and Express Scripts shareholders will own approximately 36%. The completion of the deal would mark the end of Express Scripts as the last major independent PBM (Express Scripts is responsible for the prescription plans of more than 80 million Americans). The deal is representative of the vertical consolidation sweeping managed care as the industry focuses on coordinating care, improving outcomes and containing costs, as well as its response to recent antitrust issues that have blocked horizontal consolidation.



Centene/Community Medical Holdings Group (March 2018)

Centene completed its acquisition of Community Medical Holdings Corporation, d/b/a Community Medical Group (CMG), a leading, at-risk primary care provider serving over 70,000 Medicaid, Medicare Advantage and Health Insurance Marketplace program patients in Miami-Dade County, Florida. The acquisition increases the scale and capabilities of Centene, adding a leading Medicaid-focused provider group with a differentiated care model and demonstrated ability to generate medical cost savings to Centene's existing in-home primary care and correctional care provider operations. CMG also has a strong network of health plan clients that aligns with the Centene multi-payor strategy. With this transaction, Centene joins the ranks of insurers that have been buying physician practices to provide better care at lower cost. The acquisition provides Centene with a platform for expansion across Florida and potentially into other states.

Anthem/America's 1st Choice (February 2018)

Anthem acquired America's 1st Choice, a privately held, for-profit Medicare Advantage organization based in Florida. America's 1st Choice serves approximately 130,000 Medicare beneficiaries in 25 counties in Florida and three counties in South Carolina.

Evolent Health/New Mexico Health Connections (January 2018)

Evolent Health Inc. (Evolent) acquired certain assets from New Mexico Health Connections for \$10.25 million. The assets include a commercial plan and health plan managed services organization. As a result of the acquisition, the two companies will operate a new health plan and managed services organization, True Health New Mexico, with nearly 20,000 members. As part of the transaction, Evolent will extend a 15-month capital-only reinsurance arrangement of approximately \$10 million to New Mexico Health Connections, underwritten by True Health New Mexico. New Mexico Health Connections will continue to operate as an independent not-for-profit healthcare organization.

United/Banmedica (January 2018)

United completed its acquisition of Chilean healthcare company Banmedica SA (Banmedica) for \$2.8 billion, expanding the United footprint in South America. With a presence in Chile, Colombia and Peru, Banmedica is a leading private healthcare company across the markets in which it operates. It serves more than 2.1 million consumers through health benefits and nearly 4 million patients through the delivery of healthcare across 13 hospitals and 143 medical centers. The implied enterprise value for Banmedica based on the transaction is \$3.5 billion; implied deal multiples are 1.4x revenue and 13.2x EBITDA on a latest-12-month basis.

Humana; TPG Capital; Welsh, Carson, Anderson and Stowe/Kindred Healthcare (December 2017)

Humana and two private equity firms have agreed to buy home healthcare and long-term care operator Kindred Healthcare Inc. (Kindred) for approximately \$4.1 billion. This transaction marks another expansion by a U.S. health insurer into patient care. Humana, TPG Capital, L.P., and Welsh, Carson, Anderson and Stowe will pay \$9.00 per share in cash for the home healthcare provider and hospice operator and split the company into two parts. Humana will pay \$800 million for a 40% stake in the Kindred at Home division, which will contain the 40,000 caregivers that serve about 130,000 patients daily. Kindred at Home will be a spin off from Kindred and the 60% not owned by Humana will be owned by the private equity investors. Humana will not have a stake in the second Kindred unit, which will contain long-term acute care and rehabilitation assets. The Humana insurance business is heavily focused on Medicare. The acquisition builds on Humana's strategy to use health providers in members' homes to improve health outcomes and save costs. Both companies are headquartered in Louisville, KY.

Cigna/Brighter (December 2017)

Cigna acquired Brighter Inc. (Brighter), an innovative Software as a Service (SaaS)-based digital health plan platform and digital engagement provider to leading health service and dental organizations. Brighter's platform enables personalized patient and provider engagement and seamlessly integrated experiences to more efficiently deliver higher-value healthcare. This transaction is an example of Cigna's ongoing investment in innovative and disruptive business models that enhance Cigna's ability to serve customers and provider partners in an increasingly dynamic marketplace.



Optum/DaVita Medical Group (December 2017)

The United subsidiary Optum announced its plan to acquire DaVita Medical Group (DMG) for approximately \$4.9 billion in cash from DaVita Inc. at an implied 2017 revenue multiple of 1.05x. The transaction is expected to close in 2018. DMG will join with Optum's physician-led primary, specialty, in-home, urgent- and surgery-care delivery services businesses. DMG serves approximately 1.7 million patients per year through nearly 300 medical clinics. DMG also operates 35 urgent care centers and six outpatient surgery centers. With medical groups in California, Colorado, Florida, Nevada, New Mexico and Washington, DMG will expand the market reach of Optum's strategic care delivery portfolio, including Surgical Care Affiliates, MedExpress and HouseCalls. DMG will become part of the OptumCare division, which works with more than 80 health plans to serve millions of consumers annually through 30,000 affiliated physicians and hundreds of care facilities. Prior to the announcement of the transaction DMG struggled due to issues related to global risk contracts, increased utilization and labor costs. Optum expects the acquisition to improve care quality, cost and patient satisfaction through integrated ambulatory care delivery systems enabled by information technology and supportive clinical services. Optum's data, analytics, technologies and clinical expertise are expected to help DMG physicians deliver higher quality care more effectively to their patients.

CVS Health/Aetna (December 2017)

CVS Health Corporation (CVS) announced its acquisition of Aetna for \$69 billion. CVS will assume \$8 billion in Aetna net debt, which implies a total enterprise value of \$77 billion and implied deal multiples of 1.3x revenue and 12.4x adjusted EBITDA on a latest-12-month basis. The transaction will combine CVS' drugstores and PBM platform with Aetna's insurance business, bringing together approximately 10,000 CVS stores and Aetna's 22 million customers. The transaction will enable the combined companies to leverage the network of CVS stores toward building a care delivery platform to keep patients out of the hospital and reduce costs. This industry transforming transaction blurs traditionally distinct lines and has potentially been an important factor driving other healthcare transactions, including Cigna's announced plan to buy Express Scripts and Walmart's rumored acquisition of Humana. The CVS/Aetna transaction has received shareholder approval and is awaiting U.S. Department of Justice (DOJ) approval. The transaction is expected to close in the second half of 2018.

McLaren Health Care/MDwise (December 2017)

McLaren Health Care Corporation (McLaren) acquired MDwise Inc. (MDwise) from Indiana University Health Inc. McLaren, is a Michigan-based health system that owns and operates 12 acute care hospitals and the McLaren Health Plan. MDwise is a not-for-profit HMO with over 360,000 members and over \$1.5 billion in revenue. McLaren currently serves over 260,000 commercial, Medicaid and Medicare beneficiaries. This transaction makes McLaren Health Plan one of the region's largest provider-sponsored health plans with over 620,000 members and approximately \$6 billion in revenue.

Anthem/HealthSun Health Plans (December 2017)

Anthem acquired HealthSun Health Plans Inc. (HealthSun) from Palladium Equity Partners, Waypoint Capital Partners LLC and a consortium of investors led by Summit Partners LLP. HealthSun is a Florida-based integrated Medicare Advantage plan and healthcare delivery network. One of the fastest growing plan providers in the state, HealthSun serves more than 40,000 Medicare Advantage consumers in Miami-Dade and Broward counties via a network of 19 wholly owned primary care and specialty care centers. As a result of the transaction, Anthem is serving more than 650,000 consumers in Florida through its affiliated Medicare and Medicaid plans.

Medica Health Plans/Mayo Clinic Health Solutions (December 2017)

Medica Health Plans Inc. (Medica) completed its acquisition of Mayo Clinic Health Solutions, a division of Mayo Clinic. Mayo Clinic Health Solutions is a Minnesota-based health benefits management company and licensed third-party administrator (TPA) providing services to 260,000 members through 28 customers. Medica provides healthcare coverage to employer, individual, Medicaid and Medicare markets in the Upper Midwest.



Paramount Care/Dental Health Options by Health Resources (December 2017)

Paramount Care Inc. (Paramount), a member of ProMedica Health System Inc. (ProMedica), a not-for-profit health system serving Northeast Ohio and Southeast Michigan, acquired Dental Health Options by Health Resources (Health Resources), an Indiana-based dental benefit provider, from Hammond, Kennedy, Whitney & Company Inc. The transaction expands Paramount's product offering to include dental insurance. Health Resources is a dental benefit provider for 250,000 members and 3,600 employer groups. It provides access to 2,700 directly contracted dentists in Indiana and Kentucky and another 95,000 dentists nationwide through leased network arrangements.

Continental General Insurance/Kanawha Insurance; Humana (November 2017)

Humana divested its commercial long-term care insurance business Kanawha Insurance Company Inc. to Continental General Insurance Company (CGIC). Post-transaction, Humana will no longer have exposure in the long-term care insurance sector. CGIC has an extensive focus on the commercial long-term care insurance sector and will add approximately 30,000 policy holders to its existing base of 93,000 members through this transaction. Humana expects to record a net loss of \$400 million or \$2.75 per diluted common share for this transaction. The transaction is expected to close in the third guarter of 2018.

Evolent Health/Premier Health (November 2017) — Terminated

Evolent, an integrated value-based care platform to health systems and physician organizations, and Premier Health (Premier) a not-for-profit health system in Ohio, terminated their agreement for Evolent to acquire Premier Health Plan, a managed care company owned by Premier. Evolent and Premier have partnered on physician-led commercial and Medicare Advantage plans since 2013. The transaction was intended to expand the relationship and to support continued expansion in Dayton and other Ohio markets.

The Hartford Financial Services Group/Aetna Group Life and Disability Business (November 2017)

Aetna divested its U.S. group life and disability insurance business to The Hartford Financial Services Group Inc. (The Hartford Group) for \$1.45 billion. Post-transaction, The Hartford Group would become the second-largest group life and disability insurer with approximately \$5 billion in expected earned premiums and a combined customer base of about 20 million people.

Optum/The Advisory Board Company (November 2017)

In a two-step transaction with a private equity firm, Optum, a subsidiary of United, acquired The Advisory Board's healthcare business for an estimated \$1.3 billion. In a related transaction, The Advisory Board sold its education business to Vista Equity Partners LLC for \$1.5 billion. The transaction brings together The Advisory Board's research and advisory services with Optum's data analytics and technology-enabled services for health service businesses. The Advisory Board serves over 4,000 healthcare organizations while Optum serves more than 300 health plans and four out of every five hospitals, spanning more than 115 million consumers.

HealthMarkets/TeamUP Insurance Services (October 2017)

HealthMarkets Inc. (HealthMarkets) acquired TeamUP Insurance Services Inc. (TeamUP), a Medicare-focused distribution organization based in Southern California. The acquisition of TeamUP follows HealthMarkets' January 2016 acquisition of Excelsior Insurance Brokerage Inc. (Excelsior), a nationwide group health and senior market insurance general agency. The acquisition will further augment Excelsior's continued expansion in the senior market. HealthMarkets is backed by private equity investors The Blackstone Group and Goldman Sachs Capital Partners.

Magellan Health/Senior Whole Health (October 2017)

Magellan Health Inc. (Magellan) acquired Senior Whole Health LLC (Senior Whole Health) from TA Associates

Management L.P. for \$400 million. Senior Whole Health focuses on complex, high-risk populations providing Medicare and

Medicaid dual-eligible benefits to more than 22,000 members in New York and Massachusetts. The deal expands

Magellan's presence in the Massachusetts Senior Care Options program and deepens its presence in New York City's

managed long term care market.



Paramount Care/The Health Plan (October 2017)

Paramount, a member of ProMedica, a not-for-profit health system serving Northwest Ohio and Southeast Michigan, acquired The Health Plan's Managed Workers' Compensation Program and Workers' Compensation TPA service lines (The Health Plan). The acquisition expands the workers' compensation-focused business units of Paramount, a 346,000 member health insurance company located in Maumee, Ohio. Headquartered in Wheeling, West Virginia, The Health Plan is one of the largest managed care organizations in Ohio and West Virginia. The Health Plan determined the workers' compensation divisions were not instrumental to the overall vision of growth across West Virginia and Ohio.

United/National MedTrans Network (September 2017)

As part of a strategic effort to expand the services that it offers its members, United acquired National MedTrans Network Inc. (National MedTrans Network), a non-emergency medical transportation services provider. United views transportation services as an important component of its population health efforts. National MedTrans Network also has partnerships with Uber and Lyft Inc. to provide transportation of patients in New York, California and Nevada, according to a report by Stakeholder Health.

Centene/New York State Catholic Health Plan (September 2017)

Centene entered into a definitive agreement to acquire substantially all of the assets of the New York State Catholic Health Plan Inc., d/b/a Fidelis Care New York (Fidelis), for \$3.75 billion. As a result, Fidelis will become Centene's health plan in New York State. Fidelis, a New York not-for-profit organization with 1.6 million members, is the only plan to operate Medicaid, Child Health Plus and Managed Long Term Care plans in all New York counties and is one of the fastest growing plans in the state. Although the New York Department of Health and the New York Department of Financial Services issued approvals, the transaction is still pending additional regulatory approvals. As a result of the delay in closing the transaction, which is expected to be accretive, Centene lowered its 2018 forecast. According to Centene, a close date is imminent, but the rising interest rate environment may make the transaction costlier for Centene. The transaction is to be financed by \$2.3 billion in equity and \$1.6 billion in debt. In addition, as part of the regulatory approval process, Centene anticipates that the New York State Department of Health will require Centene to make a \$340 million contribution over five years to the State of New York to fund initiatives for providing high quality healthcare to vulnerable populations in the state.

Cone Health/Care N' Care Insurance Company of North Carolina (August 2017)

CNC sold back its 20% minority interest in Care N' Care Insurance Company of North Carolina Inc. d/b/a HealthTeam Advantage (HTA) to majority owner Cone Health. The purchase price for the minority interest was \$17.6 million. HTA, a Medicare Advantage plan in the greater Greensboro, North Carolina area, began operations in 2016 and has over 11,000 members. Cone Health is a not-for-profit health system in North Carolina.

Optum/New West Physicians (August 2017)

Optum, a subsidiary of United, acquired a majority stake in New West Physicians P.C. (New West), one of the largest physician practices in Denver. The physician owners undertook the transaction to access capital for information technology infrastructure updates and to fuel future growth. New West serves over 200,000 patients via primary care services through 120 providers. Optum's medical groups will leverage New West's population health initiatives.

Pro-Claim Plus/Physicians Health Plan of Northern Indiana (August 2017)

Pro-Claim Plus Inc. (Pro-Claim Plus) completed its acquisition of Physicians Health Plan of Northern Indiana Inc. (PHPNI). Both companies are based in Fort Wayne, Indiana. PHPNI provides group health insurance to employers, and Pro-Claim Plus administers self-funded healthcare plans. Pro-Claim Plus is expected to handle administrative tasks for approximately 10% of PHPNI's customers after the close. The two companies oversee the records of over 60,000 people in Northeast Indiana.



Aetna/Bupa Thailand (July 2017)

Aetna acquired Bupa Group's Thai business, Bupa Thailand, a health insurance company. The transaction increases Aetna's Asian presence and, according to Aetna, is "key to the company's strategy to go 'broader and deeper' into local healthcare markets." Bupa Thailand has a 30-year history and network of over 400 healthcare providers and 300,000 members in Thailand. It is planned that Bupa Thailand will eventually rebrand as Aetna.

Internet Brands/DentalPlans.com (July 2017)

Internet Brands Inc. (Internet Brands) acquired DentalPlans.com Inc. (DentalPlans.com) from The Riverside Company, a private equity firm. DentalPlans.com is a leading dental and health savings online marketplace that has connected more than one million members to dental savings plans. More than 75% of the dentists in the U.S. work with DentalPlans.com. In addition to dental plans, DentalPlans.com offers vision savings, hearing benefits and prescription benefits plans via ancillary product offerings. Internet Brands has a health portfolio that makes it one of the largest providers of SaaS solutions in healthcare.

Cardinal Innovations Healthcare Solutions/Eastpointe Human Services (July 2017)

Cardinal Innovations Healthcare Solutions (Cardinal Innovations), a managed care service provider offering wellness centers and emergency services for families in North Carolina, completed the acquisition of Eastpointe Human Services (Eastpointe), a managed care organization (MCO) that offers mental health and substance abuse services to 12 counties in eastern North Carolina. By combining, both firms expanded their presence to 32 counties and became one of the largest MCOs in the state. A significant driver for this transaction was pressure from state legislative leaders, who were pushing for consolidation of North Carolina's eight behavioral MCOs as part of the Medicare reform initiative. The main terms of the agreement included Cardinal Innovations acquiring all of Eastpointe's contracts, which were funded primarily by Medicaid. For the latest-12-month period ended Nov. 30 2016, Eastpointe's revenue was \$9.5 million.

Quartz/Physicians Plus Insurance; Unity Healthplan; Gundersen Health Plan (July 2017)

As part of a strategic initiative to collaborate to better serve patients and compete in the market, Midwestern not-for-profit health systems UW Health, UnityPoint Health, UnityPoint Health-Meritor and Gundersen Health System have combined their managed care plans (Physicians Plus Insurance Corporation, Unity Health Insurance and Gundersen Health Plan) under the brand name Quartz (Quartz Health Solutions, Inc.). The three managed care companies will remain separate entities owned by their provider-sponsors, but will be managed and administered by Quartz. Benefits include administrative economies of scale and access to a broader provider network for all three plans. Quartz is an affiliate of UW Health.

Blue Cross and Blue Shield of Texas/Allegian Health Plans (June 2017)

Blue Cross and Blue Shield of Texas Inc. (BCBS Texas) acquired certain Medicare Advantage and commercial group members from Allegian Health Plans, a subsidiary of Tenet Healthcare Corporation (Tenet). Approximately 20,000 members are included in the transaction. As a result of the transaction, BCBS Texas and Tenet will enter a multi-year contract that will provide in-network access to Tenet's hospitals in Texas.

Cigna/Zurich Insurance Middle East (June 2017)

Cigna acquired Zurich Insurance Middle East S.A.L., a general insurer based in the Middle East. With the acquisition, Cigna, which has operated in the Middle East for more than 15 years, will further expand its regional presence in the United Arab Emirates, Lebanon, Kuwait and Oman. Ultimately, the company will assume a name that aligns with the Cigna brand.

Melody Health Insurance/Colorado Choice Health Plans (June 2017)

Melody Health Insurance Inc., n/k/a Friday Health Plans Inc. (Friday Health Plans), acquired Colorado Choice Health Plans (Colorado Choice). The transaction will enable Colorado Choice to continue to serve the San Luis Valley and other rural areas, as well as expand to other regions in Colorado.



Sun Life Financial/The Premier Dental Group (June 2017)

The U.S. branch of Sun Life Financial Inc. (Sun Life) completed its acquisition of The Premier Dental Group Inc. (Premier Dental), a Minnesota-based dental network offering dental PPOs in the Midwest and Florida. With the addition of Premier Dental, Sun Life has further expanded its dental network. Sun Life had previously acquired Assurant Employee Benefits, which positioned it as the second-largest dental network in the U.S.

Anthem/Cigna (May 2017) — Terminated

Anthem created a stir in the insurance market when it entered into a definitive agreement to acquire Cigna in a cash and stock transaction valued at approximately \$54 billion or \$188.00 per share (\$103.40 in cash and \$84.60 in Anthem shares based on the closing price prior to announcement). The transaction represented a 38% premium to Humana's share price and an implied EBITDA multiple of 12.9x on a latest-12-month basis. At the time, Anthem was the second-largest health insurance company in the U.S. and the combined entity was projected to become the second-largest health insurer in total revenue behind United. Anthem pursued the deal for several reasons, including: increased scale; market expansion; strengthened specialty business; and cost synergies estimated at nearly \$2 billion. However, the deal was blocked by the DOJ due to antitrust concerns. If this transaction and the Aetna/Humana deal were completed, the number of major companies competing in the health insurance market would have been reduced from five to three. Although the deal has been terminated, Anthem and Cigna are currently in discussions regarding a potential contractual breakup fee of \$1.85 billion, which Anthem may be obligated to pay.

WellCare/Phoenix Health Plans (May 2017)

WellCare completed its acquisition of the Medicaid assets of Phoenix Health Plans Inc., a managed care subsidiary of Tenet that provided health benefits to more than 50,000 Medicaid individuals in Arizona. The deal included a transfer of 45,000 Medicaid members to Care1st Health Plan Arizona, a subsidiary of WellCare, and was funded with available cash on hand. This transaction strengthened WellCare's position in Arizona's Medicaid market.

United/American Health Network (April 2017)

Collaborative Care Services, a subsidiary of United, acquired an 80% stake in American Health Network Inc. (AHN), a 300-member physician-owned healthcare practice organization offering medical services to patients in Indiana and Ohio, for a purchase price of approximately \$184 million. As part of the deal, AHN became part of United's OptumCare division. Through the acquisition of AHN, United gained control of one of the last remaining large, independent physician groups in Indiana.

WellCare/Universal (April 2017)

WellCare completed its acquisition of Universal. As part of the transaction, WellCare purchased Universal in an all-cash transaction valued at \$10.00 per share. This reflected a 34% premium to Universal's share price prior to announcement. The implied enterprise value for the transaction was approximately \$800 million and the implied revenue multiple was 0.6x revenue on a latest-12-month basis. WellCare expected deal synergies of \$25 to \$30 million by 2019, with the transaction expected to be \$0.60 to \$0.70 accretive per share in the first year excluding one-time deal-related expenses. A primary motivating factor for WellCare in pursuing this deal was Universal's Medicare Advantage focus. Universal had approximately 114,000 Medicare Advantage members, with nearly 70% enrolled in a 4.0 or higher Star Rating plan. WellCare also strengthened its position in New York, Maine and Texas through this transaction.

Guidewell Mutual/PopHealthCare (March 2017)

Guidewell Mutual Holding Corporation (Guidewell), the parent company of health insurance provider Florida Blue, as well as other companies focused on transforming healthcare, acquired PopHealthCare LLC (PopHealthCare) a provider of population management programs for high-risk patients. With the acquisition of PopHealthCare, Guidewell deepened its population health management capabilities, specifically targeting post-acute and in-home healthcare services for complex and chronically ill patients.



Optum/Surgical Care Affiliates (March 2017)

Optum, a subsidiary of United, acquired Surgical Care Affiliates Inc. (SCA), a leader in the out-patient surgery industry. The acquisition was valued at an enterprise value of \$4.2 billion, with revenue and EBITDA multiples of 3.3x and 12.3x, respectively on latest-12-month basis. Through this transaction, Optum created an ambulatory care services platform spanning primary care, surgical care and urgent care services. SCA operates 205 surgical facilities, including ambulatory surgery centers and surgical hospitals, in partnership with approximately 3,000 physicians.

United/POMCO (March 2017)

United completed its acquisition of POMCO Inc. (POMCO), one of the nation's largest TPAs. Both parties combined their TPA businesses and expect to further expand in Central and Upstate New York. Following the deal, POMCO's location became one of the main Northeast service hubs for United.

Aetna/Humana (February 2017) — Terminated

In 2015, Aetna and Humana entered into a definitive agreement in which Aetna would acquire Humana in a cash and stock transaction valued at approximately \$37 billion or \$230.00 per share (\$125 in cash and \$105 in Aetna shares based on the closing price prior to announcement). The transaction represented a 29% premium to Humana's share price and an implied EBITDA multiple of 14.0x on a latest-12-month basis. Several major benefits primarily related to size and economies of scale drove the combination, including: (i) estimated operating revenue of \$115 billion; (ii) member base of over 33 million people; (iii) stronger leverage in negotiations with hospitals and large health systems; and (iv) an estimated \$1.25 billion in annual cost savings following the potential merger. The transaction was terminated because the DOJ blocked the deal on antitrust grounds.

Kaiser Permanente/Group Health Cooperative (February 2017)

Kaiser Permanente Inc. (Kaiser), completed its acquisition of Group Health Cooperative (Group Health), a not-for-profit health insurance provider operating in Washington and Idaho, for a purchase price of \$1.8 billion. Through this transaction, Kaiser also expanded its scope of services adding 25 primary care clinics, three urgent care clinics, and four outpatient surgery centers. In addition, Kaiser increased its membership enrollment by 650,000. Together, the consolidated entity held approximately 16% of Washington's total market share. As part of the deal terms, Kaiser pledged to invest an additional \$1 billion to expand Group Health's facilities and technology, and to contribute \$800 million toward community benefits in the first ten years after the deal closed.

Molina/Aetna Medicare Advantage Assets (February 2017) — Terminated

In a related transaction to Aetna's potential acquisition of Humana, in order to address DOJ antitrust concerns Aetna and Humana entered into a definitive agreement to sell certain Medicare Advantage assets to Molina. Under the terms of the agreement, Molina would acquire the Medicare assets representing 290,000 Medicare Advantage members in 21 states for an all-cash purchase price of approximately \$117 million. The transaction was terminated after the DOJ blocked Aetna's acquisition of Humana. As a result, Aetna was forced to pay a breakup fee of \$52.5 million to Molina.

Zelis Healthcare/Maverest Dental Network (February 2017)

Zelis Healthcare Corp. (Zelis), a healthcare information technology company and provider of end-to-end cost management services, finalized its asset purchase of Maverest Dental Network LLC (Maverest), one of the largest PPO dental networks in the U.S. with over 30,000 dentists in all 50 states. By acquiring Maverest, Zelis continued its growth in the dental market with the expansion of its direct contract holdings.

Capital BlueCross/Vibra Health Plan (January 2017)

Vibra Health Plan Inc. (Vibra), a Pennsylvania PPO offering Medicare Advantage plans, sold a majority interest (88.3% ownership) to Capital BlueCross Inc. (Capital BlueCross). The transaction increased Capital BlueCross' offerings in an expanding market and furthered geographical reach into other nearby states. The purchase price was approximately \$13.2 million in cash. Upon deal closing, Capital BlueCross held 88.3% of the equity of Vibra, and a minority owner, Hollinger Health LLC, held the remaining 11.7%.disclosed.



WALL STREET ANALYST COMPANY REPORT CARD

The collective views of Wall Street stock research analysts represent an indicator of market sentiment regarding future share price. In an effort to measure market sentiment, the table below provides an average score based on aggregating and assigning a numerical score to analysts' BUY, SELL and HOLD ratings.

Rating	Includes	Score	
BUY	Strong buy, recommend list, buy, accumulate, attractive, outperform, overweight, sector outperform	1.0	
HOLD	Neutral, hold, market perform, equal weight, peer perform	0.0	
SELL	Sell, underperform, reduce, underweight	-1.0	

United had the highest average score (1.00) implying a BUY sentiment and Triple-S had the lowest score (0.00) implying a HOLD sentiment. The overall average score was 0.59 and 0.66 excluding Triple-S.

Company	Exchange/Ticker	Number of Analyst Ratings	Average Analyst Score
Aetna	(NYSE: AET)	18	0.44
Anthem	(NYSE: ANTM)	20	0.70
Centene	(NYSE: CNC)	17	0.71
Cigna	(NYSE: CI)	18	0.67
Humana	(NYSE: HUM)	18	0.72
Molina	(NYSE: MOH)	12	0.38
Triple-S	(NYSE: GTS)	1	0.00
United	(NYSE: UNH)	22	1.00
WellCare	(NYSE: WCG)	14	0.64
Overall Average			0.59
Average excluding Triple-S			0.66

Source: Capital IQ and ThomsonOne Banker

Note: The number of analyst ratings represents the number of anlayst covering a particular stock, according to Capital IQ.





MANAGED CARE: PUBLICLY TRADED COMPANY VALUATION

									Enter	prise Value	e /
			Revenue	e Growth	EBITDA	Margin	Rev	enue	EBI	TDA	
Managed Care	Stock Price	% of	Enterprise	CY17	CY18	CY17	CY18	CY17	CY18	CY17	CY18
Companies	06-Jun-18	52Wk. High	Value	CIII	7 (116	CIII	CIIO	CIII	CIIO	CIII	CITO
Aetna	\$176.77	90.9%	\$60,740	(3.9%)	1.2%	10.1%	10.3%	1.0x	1.0x	9.9x	9.6x
Anthem	\$227.04	84.7%	\$72,742	4.4%	2.9%	6.8%	7.5%	0.8x	0.8x	12.0x	10.7x
Centene	\$118.00	99.2%	\$18,898	26.8%	27.0%	3.5%	4.0%	0.4x	0.3x	11.2x	7.7x
Cigna	\$173.67	76.5%	\$42,733	3.9%	6.9%	11.3%	11.3%	1.0x	1.0x	9.1x	8.6x
Humana	\$293.00	97.7%	\$37,712	(1.2%)	4.3%	7.0%	6.2%	0.7x	0.7x	10.0x	10.9x
Molina	\$85.19	90.6%	\$3,600	14.9%	(5.4%)	(0.6%)	3.2%	0.2x	0.2x	NM	5.9x
Triple-S	\$36.07	95.3%	\$447	(0.6%)	(1.0%)	NA	NA	0.2x	0.2x	NA	NA
United	\$246.55	98.3%	\$232,208	8.6%	11.9%	8.6%	8.8%	1,2x	1.0x	13.4x	11.8x
WellCare	\$227.32	98.0%	\$5,464	19.2%	10.3%	4.0%	4.3%	0.3x	0.3x	8.0x	6.7x
Median		93.2%	\$28,305	4.2%	4.9%	6.9%	6.8%	0.7x	0.7x	10.0x	9.1x
Mean		92.0%	\$47,932	5.6%	6.4%	6.4%	7.0%	0.7x	0.6x	10.5x	9.0x

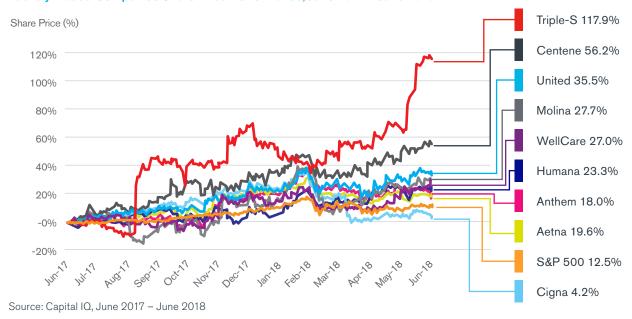
Enternise Value /

Source: Capital IQ, June 2018

MANAGED CARE: SHARE PRICE PERFORMANCE

For the latest-12-months ended Jun. 1, 2018, Triple-S shares significantly outperformed the other publicly traded managed care companies shares, increasing 117.9% compared to an average of 26.4% for the other companies. During this period, Triple-S announced quarterly earnings that beat analyst consensus estimates.

Publicly Traded Companies Share Price Performance, June 2017 - June 2018





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